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May 9, 2003

**VIA TELECOPY, EMAIL and OVERNIGHT DELIVERY**

Ms. Carol Sureau  
Deputy Commissioner for Legal Affairs  
Office of the Insurance Commissioner  
State of Washington  
P.O. Box 40255  
Olympia, WA 98504-0255

Re: Motion for Review of a Provision of the proposed  
Protective Order in the Premera Conversion

Dear Ms. Sureau:

Accompanying this letter is Premera's Motion for Review of a Provision of the proposed Protective Order.

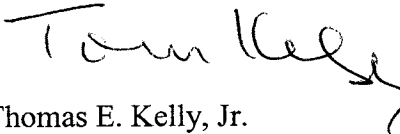
As you can see, in its Motion Premera only seeks to add one sentence to the proposed Protective Order. While Premera is disappointed at the large number of persons who will, under the terms of the Protective Order, have access to Premera's most sensitive documents -- its Attorneys' Eyes Only ("AEO") documents -- Premera is willing to live with the compromise struck by the Special Master, unless the Intervener Groups seek to upset that compromise by moving for a review of the provisions regarding who can have access to AEO documents. In that

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case, Premera would ask in its Response to the Interveners' motion for more stringent restrictions on who can have such access.

Very truly yours,

PRESTON GATES & ELLIS LLP

By   
Thomas E. Kelly, Jr.

TEK:tek

Enclosure

cc: Ele Hamburger (w. encl.)(by fax and email)  
John Hamje (w. encl.)(by fax and email)  
Mike Madden (w. encl.)(by fax and email)  
Amy McCullough (w. encl.)(by fax and email)  
Jeff Coopersmith (w. encl.)(by fax and email)

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